

CERTIFICATION

I, KEITH MCPHERSON, hereby certify as follows:

1. I am fully authorized to enter into and execute this Certification. I have reviewed a complaint prepared against Network Engines, Inc. ("Network Engines") alleging violations of the federal securities laws and I authorized the filing of this complaint;
2. I did not purchase securities of Network Engines at the direction of counsel or in order to participate in any private action under the federal securities laws;
3. I am willing to serve as a lead plaintiff in this matter, including providing testimony at deposition and trial, if necessary;
4. I have transactions in the securities of Network Engines as reflected in Exhibit A hereto;
5. I have not sought to serve as a lead plaintiff in any class action under the federal securities laws during the last three years, except for the following:
6. Beyond my pro rata share of any recovery, I will not accept payment for serving as a lead plaintiff on behalf of the class, except the reimbursement of such reasonable costs and expenses (including lost wages) as ordered or approved by the Court.

I declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct.

Dated: JAN. 9, 2004

Keith A. McPherson

8 CHATFIELD PL. W.

Painted Post, NY 14870

607.962.5717 Home

607.962-4688 WORK

EXHIBIT A**TRANSACTIONS IN**
NETWORK ENGINES, INC.

	TRANSACTION (Purchase/Sale)	TRADE DATE (mm/dd/yyyy)	PRICE (per share)	NO. OF SHARES	TOTAL <u>COST</u> <u>PROCEEDS</u>
PURCH. →		11/7/03	9.50	1000	9,610.50
PURCH. →		11/12/03	8.75	2000	17,661.50
PURCH. →		12/9/03	11.10	1000	11,196.50
PURCH. →		12/10/03	9.98	2000	20,094.50

Additional Transactions:

CERTIFICATION

I, JOHN ONEIL, hereby certify as follows:

1. I am fully authorized to enter into and execute this Certification. I have reviewed a complaint prepared against Network Engines, Inc. ("Network Engines") alleging violations of the federal securities laws and I authorized the filing of this complaint;
2. I did not purchase securities of Network Engines at the direction of counsel or in order to participate in any private action under the federal securities laws;
3. I am willing to serve as a lead plaintiff in this matter, including providing testimony at deposition and trial, if necessary;
4. I have transactions in the securities of Network Engines as reflected in Exhibit A hereto;
5. I have not sought to serve as a lead plaintiff in any class action under the federal securities laws during the last three years, except for the following:
6. Beyond my pro rata share of any recovery, I will not accept payment for serving as a lead plaintiff on behalf of the class, except the reimbursement of such reasonable costs and expenses (including lost wages) as ordered or approved by the Court.

I declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct.

Dated: 1-12-04

A handwritten signature in black ink, appearing to read "John Oneil", is written over a horizontal line.

EXHIBIT A

**TRANSACTIONS IN
NETWORK ENGINES, INC.**

TRANSACTION (Purchase/Sale)	TRADE DATE (mm/dd/yyyy)	PRICE (per share)	NO. OF SHARES	TOTAL COST/ PROCEEDS
PURCHASE	12/03/2003	10.9865	4,000	43,946.00
PURCHASE	12/04/2003	10.6282	6,000	63,769.00
PURCHASE	12/05/2003	10.2908	3,200	32,930.40
SALE	12/10/2003	6.1205	4,000	24,481.96
SALE	12/10/2003	7.9026	6,000	47,415.91
SALE	12/10/2003	6.8681	3,200	21,977.95
		NET LOSS		<46,969.58>

Additional Transactions:



1-11-2004

JOHN O'NEIL